

EXHIBIT A



1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

November 15, 2010

Invoice No. 1453204
Matter No. 034618-00129

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 10/31/10

FOR LEGAL SERVICES RENDERED: Post-Confirmation

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/01/10	E-mail to working group with further amendment to exemptive application for review and signature (.3); coordinate EDGARizing of amendment (.1)	CDH	.40	375.00	\$150.00
10/01/10	Organize information on escrow release due and e-mail Mr. Miranda regarding same (.3)	DJP	.30	275.00	\$82.50
10/01/10	Attend meeting at Moss Adams to discuss tax issues relating to Blackstone transaction and other disposition transactions by consolidated bankruptcy estate (7.5)	IN	7.50	375.00	\$2,812.50
10/01/10	Prepare amended notice concerning Peachtree - New Mexico (.1); telephone call from TIC investor (.1); respond to inquiry regarding Trustco adversary cases (.1)	JC	.30	375.00	\$112.50
10/01/10	Work on getting payment and release of Bedford Gardens lien (.2)	JCS	.20	225.00	\$45.00
10/01/10	Review e-mail from Mr. Conway (.1); review revised declaration (.2)	JHK	.30	350.00	\$105.00
10/01/10	Conference call with State Street Trust regarding administration of rollover member (.8); telephone call to Messrs. Zaro and Hamstreet regarding rollover member (.8); telephone call and e-mail from Mr. Steinhouse regarding Trustee's use of liquidating trust or other form of entity (1.0); review status of Waterford at Bellevue appeals for release from escrow and request release (.7)	KDS	3.30	450.00	\$1,485.00

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EMPLOYER IDENTIFICATION NUMBER: 93-0633194

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/01/10	Review LLC member settlement agreement status of Abraha's Tualatin Senior Living (.5); review post-closing rollover member allocation changes (.2); prepare LLC member settlement, subscription agreement, and supporting documents for Abraha's Tualatin Senior Living (.4)	SCF	1.10	90.00	\$99.00
10/01/10	Correspondence to and from Ms. Dunn (.1); prepare for and attend meeting at Moss Adams with receiver, accountants, CRO team and other advisors regarding numerous case issues including Trustco, abandonment, Divestco properties, tax, accounting and other issues (3.2); follow-up research regarding Trustco structure and correspondence related thereto (.6); review notice of dismissal from Ninth Circuit Court of Appeals and correspondence regarding same (.2); review multiple notices of intent to attend mediation and correspondence regarding same (.1); work on release of escrow holdbacks and multiple communications regarding same (.2)	TJC	4.40	400.00	\$1,760.00
10/04/10	Meeting with Mr. Hamstreet regarding issues concerning closing of case (1.0); review e-mail correspondence from Mr. Scollan regarding mediator inquiry concerning authority (.3); review background pleadings and orders and draft response to Mr. Scollan (.8)	ANK	2.10	450.00	\$945.00
10/04/10	Ongoing follow-up from tax meeting of Friday (1.1); tax research regarding various compliance issues (2.0)	IN	3.10	375.00	\$1,162.50
10/04/10	Memorandum to Ms. Hopkins negotiating Bechtel warehouse asset purchase agreement (.4); e-mails to and from Ms. Hopkins regarding same (.2); arrange with title company for same transaction and e-mail to Stewart Title regarding same (.2); analyze confirmation order and settlement agreement regarding title issues (.6); analyze issues regarding assumption of leases (.7); work on agreements (1.8)	JBD	3.90	300.00	\$1,170.00
10/04/10	Telephone call from TIC representative (.1); review orders regarding additional hearings (.1)	JC	.20	375.00	\$75.00
10/04/10	Review e-mail from Mr. Wettlaufer (.2); review revised declaration (.3); telephone call from Mr. Wettlaufer (.2)	JHK	.70	350.00	\$245.00

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10/04/10	E-mail correspondence with Ms. Lara regarding Crown Pointe certificate of conformance (.4); e-mail correspondence with Mr. Wettlaufer regarding same (.1)	KAS	.50	225.00	\$112.50
10/04/10	Update on status of tax planning and reporting (1.5); letter to title company regarding release of Waterford escrow (.4); telephone call from Mr. Wettlaufer regarding closing transcript (.2)	KDS	2.10	450.00	\$945.00
10/04/10	Locate copy of executed deed to Courtyard Gardens and provide same to Ms. Bruck per her request (.3)	PLM	.30	100.00	\$30.00
10/04/10	Review status and respond to inquiries by Mr. Abraha regarding Tualatin Senior Care (.3); review status of claim of investor Ms. Brown (.2); review status of Mr. Whitaker's inquiry (.2); telephone conference with Ms. Brown regarding claim status (.1); review and organize LLC member settlement and subscription agreements (1.2); telephone conference regarding status of Lee's Sunrise Creek LLC member settlement agreement and MIMO claim (.2); review status of Hilsabeck LLC member settlement agreements (.5)	SCF	2.70	90.00	\$243.00
10/04/10	Telephone call from Ms. Dunn regarding tax claim issues (.1); review correspondence and confer with counsel regarding release of escrowed funds (.1); multiple correspondence regarding Crown Pointe issues and telephone conference with Mr. Hamstreet regarding course of action (.2); review correspondence and work on Clovis sale matters including easement matters and negotiations (.5); multiple correspondence with Mr. Wettlaufer regarding Crown Pointe closing status and obstacles (.2)	TJC	1.10	400.00	\$440.00
10/05/10	Series of communications regarding transition and closing issues (.3)	ANK	.30	450.00	\$135.00
10/05/10	Research registration and reporting requirements for a liquidating trust or similar entity under the Securities and Exchange Act of 1934	ARS	4.80	185.00	\$888.00
10/05/10	Follow up on Emerald Estates land use permit issue (.2)	DJP	.20	275.00	\$55.00

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10/05/10	Review e-mail from Ms. Cohn and revisions to Jason Muth employment agreement (.3); draft e-mail to Ms. Cohn (.2)	DMN	.50	350.00	\$175.00
10/05/10	Review e-mail from Ms. Schuster regarding claim filed by Mr. Kohl secured by Rivers' Edge Apartments, and review claim and information regarding Divestco Sales, and respond to same (.4)	HBB	.40	195.00	\$78.00
10/05/10	Ongoing work regarding compliance issues (1.9)	IN	1.90	375.00	\$712.50
10/05/10	Telephone conference with Mr. Wettlaufer regarding issues relating to sale of Bechtel warehouse (.4)	JBD	.40	300.00	\$120.00
10/05/10	Update status of closed adversary cases (.2); telephone call from investor regarding member LLC settlement (.1)	JC	.30	375.00	\$112.50
10/05/10	Work on Kohl/Carlile promissory note (.4)	JCS	.40	225.00	\$90.00
10/05/10	Conference with Mr. Herzog regarding deed in lieu of foreclosure (.3); review e-mail from Mr. Wettlaufer (.1); review revised Clovis declaration of easement (.3)	JHK	.70	350.00	\$245.00
10/05/10	Review e-mails regarding LLC member settlements (.2); review status of Hilsabeck LLC member settlements (.4); review status of Clyde Marriott LLC member settlement agreements (.6); process and review Abraha's Tualatin Senior Care LLC member settlement agreement (.2); review status of rollover equity election subscription agreements (.1); review status of investors Trask and Winer (.2); review status of Brauberger's Cottage Village (.6); telephone conferences with Mr. Winer regarding Osprey Court TIC settlement agreement (.3); telephone conference regarding status of Clovis facility (.3); process and review Zink rollover equity election subscription agreement (.1); review and prepare Hilsabeck LLC member settlement agreements and subscription agreements (.5); review status of Brauberger's Cottage Village 1031 exchange (.3); review and organize correspondence regarding rollover equity elections (.4)	SCF	4.20	90.00	\$378.00

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10/05/10	Correspondence from and to Mr. Naylor regarding lender deficiency claim issues (.2); telephone conference with Mr. Paetsch regarding resolution and mediation matters (.2); review and analyze issues and multiple correspondence related to deficiency claim matters (.5); correspondence from and telephone call to Mr. Zaro (.1); multiple correspondence from and to Mr. Winkler regarding claim issues (.2); telephone conference with Mr. Connolly regarding Crown Pointe (.1); multiple correspondence with Mr. Connolly's office regarding settlement agreement and proposed settlement approval documentation (.2); telephone conference regarding Clovis issues (.3)	TJC	1.80	400.00	\$720.00
10/06/10	Meeting with Mr. Denton regarding Bechtel warehouse transaction (.4); prepare for and attend conference call with CRO, receiver and advisors regarding transition and closing issues (1.3)	ANK	1.70	450.00	\$765.00
10/06/10	Draft summary of findings regarding SEC no-action relief from Exchange Act registration and reporting requirements for liquidating trusts or similar entities (3.7)	ARS	3.70	185.00	\$684.50
10/06/10	Research Emerald Estates zoning permit status and respond to Ms. Dunn regarding same (.5)	DJP	.50	275.00	\$137.50
10/06/10	Draft revisions to Jason Muth employment agreement (.5); e-mail to Ms. Cohn (.2)	DMN	.70	350.00	\$245.00
10/06/10	Ongoing work regarding Blackstone transaction compliance issues (1.0)	IN	1.00	375.00	\$375.00
10/06/10	Work on title issues related to Bechtel warehouse and analyze issues regarding same (1.8); work on issues related to long-term ground lease of Bechtel warehouse (1.4)	JBD	3.20	300.00	\$960.00
10/06/10	Telephone call from LLC member and voice mail response (.2); review Bluffs at Northwood amendments and draft reply (.6)	JC	.80	375.00	\$300.00
10/06/10	Conference with Mr. Denton regarding Bechtel lease (.3); review lease (.2)	JHK	.50	350.00	\$175.00
10/06/10	Review analysis of Securities Act exemption for Trustco (.5)	KDS	.50	450.00	\$225.00
10/06/10	Track down deed recording information for Sarah Bruck (.5)	PLM	.50	100.00	\$50.00

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10/06/10	Prepare Hilsabeck LLC member settlement agreements (.1); review status of Hauck LLC member settlement agreements (.4); review Winer TIC settlement agreement (.1); review status of Abraha's Tualatin Senior Care (.3)	SCF	.90	90.00	\$81.00
10/07/10	Review SEC memorandum regarding fee application of Allen Matkins (.2); exchange e-mail correspondence with Mr. Wettlaufer regarding Washington Trust settlement on Rose Valley Cottages (.2)	ANK	.40	450.00	\$180.00
10/07/10	Follow up with title company on recording issues for Emerald Estates (.2)	DJP	.20	275.00	\$55.00
10/07/10	Review and suggest revisions to second draft of Steven Stradley employment agreement (.4); prepare redline and e-mail to Ms. Cohn (.3)	DMN	.70	350.00	\$245.00
10/07/10	Telephone conference with Mr. Wettlaufer regarding issues relating to Bechtel warehouse purchase and sale agreement and analyze issues regarding same (1.0)	JBD	1.00	300.00	\$300.00
10/07/10	Review SEC briefing (.3); e-mail from and telephone call to Ms. Cohn regarding adversary judgments (.3); edit Bluffs at Northwood reply (.2)	JC	.80	375.00	\$300.00
10/07/10	E-mail correspondence with Ms. Lara regarding Crown Pointe operations (.2)	KAS	.20	225.00	\$45.00
10/07/10	Review status of Abraha's Tualatin Senior Care (.3); review status of LRS Development settlement agreement (.6); telephone conference with Mr. Abraha regarding LLC settlement status (.2)	SCF	1.10	90.00	\$99.00
10/08/10	Telephone conference with Mr. Hamstreet regarding transition issues (.2); meeting with Messrs. Hamstreet, Foraker and Stevens regarding transition and closing issues (1.5)	ANK	1.70	450.00	\$765.00
10/08/10	Prepare for and attend conference with CRO regarding security of confidential information (1.5)	KDS	1.50	450.00	\$675.00
10/08/10	Review status of adversary proceeding judgments (.1); meet with Ms. Chamberlain regarding same (.1); prepare and review TIC subscription agreement regarding Winer's Osprey Court (.4); telephone conference with Ms. Rushton at Grassmuck Group regarding Abraha's Tualatin Senior Care (.2)	SCF	.80	90.00	\$72.00

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10/11/10	Review status of Bechtel warehouse closing and consider course of action (.7); review outline of case closing and transition issues from Ms. Cohn (.3); conference call with CRO, receiver and advisors regarding case closing matters and transition matters (1.1)	ANK	2.10	450.00	\$945.00
10/11/10	E-mail follow up with Mr. Miranda on status of escrows (.2)	DJP	.20	275.00	\$55.00
10/11/10	Telephone conference with Mr. Wettlaufer regarding purchase and sale agreement (.8); telephone conference with Port of Benton regarding consent (.2); telephone conference with Mr. Cowan (Port of Benton's attorney) regarding consent and acknowledgement and agreement (.3); work on acknowledgement and agreement (3.7)	JBD	5.00	300.00	\$1,500.00
10/11/10	Review mediation statements (.2); e-mail Mr. Jacoby regarding stipulations (.1); review judgment summary (.3)	JC	.60	375.00	\$225.00
10/11/10	Finalize payment and release of Bedford Gardens lien (.2)	JCS	.20	225.00	\$45.00
10/11/10	Conference with Mr. Denton regarding Bechtel transaction (.3)	JHK	.30	350.00	\$105.00
10/11/10	Review files regarding Jones v. Sunwest case in Indiana (.3); communications with client and Mr. Zaro regarding same (.1)	JKH	.40	225.00	\$90.00
10/11/10	Analyze issues related to form of estoppel certificates (.1)	KAS	.10	225.00	\$22.50
10/11/10	Telephone call from Chicago Title and provide additional information to release two escrows (.8)	KDS	.80	450.00	\$360.00
10/11/10	Work on issues regarding release of escrow holdbacks (.2); work on issues regarding relief from stay requests and responses thereto and related claims and litigation matters (.3); review issues regarding Kahalui litigation results and confer regarding course of action (.2); telephone conference with Ms. Dunn regarding tax penalty and interest issues (.2)	TJC	.90	400.00	\$360.00

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10/12/10	Conference call with receiver, CRO and advisors regarding transition and governance issues (.8); meeting with Mr. Hamstreet and others concerning mediation and transition (.7)	ANK	1.60	450.00	\$720.00
10/12/10	Review e-mail from Ms. Bruck regarding agreement related to proceeds from sale of Wyndmoor property and respond to same (.3)	HBB	.30	195.00	\$58.50
10/12/10	Work on agreement with Port of Benton regarding ground lease for Bechtel property (.3)	JBD	.30	300.00	\$90.00
10/12/10	E-mail from Mr. Jacoby regarding dismissals (.1)	JC	.10	375.00	\$37.50
10/12/10	Analyze issues related to e-mail from Mr. Kemper regarding results of litigation in Washington state (.2)	JKH	.20	225.00	\$45.00
10/12/10	Telephone conference with Ms. Cohn regarding Mr. Abraha (.1); telephone conference with Ms. Poon regarding rollover subscription agreements (.2)	SCF	.30	90.00	\$27.00
10/12/10	Correspondence from and to Mr. Paetsch (.1); telephone call from Mr. Wettlaufer regarding Yakima (.1); correspondence from Mr. Palmer regarding Falk deed (.1); multiple correspondence with Ms. Bruck and Mr. Scheelar regarding Terra Haute sale (.2); correspondence from and to Ms. Wade regarding tax issues (.2); correspondence from Ms. Kosydar and review receiver's report (.1)	TJC	.80	400.00	\$320.00
10/13/10	Meeting with CRO and receiver regarding status of claims resolution and transition issues (.5); meeting with CRO, receiver and others regarding transition issues and case closing matters (.7); conference with CRO, receivers and advisors (.6); review responses to summary judgment filed by Ms. Schleicher and analyze response (.5); telephone conference with Mr. Hamstreet regarding potential settlement alternatives (.3)	ANK	2.60	450.00	\$1,170.00
10/13/10	Review and respond to e-mail from Mr. Schoelar regarding buyer's contention that it is entitled to sale proceeds from Wyndmoor property (.2); review purchase and sale agreement for Wyndmoor and e-mail exchanges regarding same (.5)	HBB	.70	195.00	\$136.50

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10/13/10	Work on agreement with Port of Benton regarding ground lease (.7)	JBD	.70	300.00	\$210.00
10/13/10	Review and analyze Bluffs at Northwood opposition to summary judgment (4.2)	JC	4.20	375.00	\$1,575.00
10/13/10	Multiple correspondence with Mr Wettlaufer regarding sale and loan issues (.2); review issues regarding course of action pertaining to Snohomish County, Washington case (.2); review summary judgment pleadings and analyze issues regarding response regarding Bluffs at Northwood (.8); review issues and correspondence with Ms. Dunn regarding open items (.2)	TJC	1.40	400.00	\$560.00
10/14/10	Telephone conference with Mr. Rundell regarding Alvarez employment issues, including filing of amended and restated fee application (.3); telephone conference with Alvarez's in-house counsel regarding Alvarez employment issues (.4); series of e-mail exchanges concerning potential settlement proposal for TICs at Bluffs at Northwood (.5); telephone conference with Mr. Hamstreet regarding various issues concerning transition, closing and claims (.4)	ANK	1.60	450.00	\$720.00
10/14/10	Work on agreement with Port of Benton regarding ground lease and draft request of right to assign same (2.3); telephone conference with Ms. Schoor (Allen Matkins) regarding issues relating to Sunwest Trustco LLC and analyze Oregon LLC Act regarding same (1.4)	JBD	3.70	300.00	\$1,110.00
10/14/10	Multiple e-mail communications concerning Bluffs position (.3); draft declaration and response to concise statement (1.4); prepare orders for summary judgment on bare land properties, French Quarter, Willow Trace, HR Salem and Bluffs at Northwood (.8); prepare for hearing (1.3)	JC	3.80	375.00	\$1,425.00
10/14/10	Review opinion in Washington case handled by Mr. Kemper (.2)	JKH	.20	225.00	\$45.00
10/14/10	Correspondence with title company regarding release of escrows (.5)	KDS	.50	450.00	\$225.00

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10/14/10	Telephone conference with Mr. Wettlaufer regarding release issues (.1); analyze tax issues and correspondence with Ms. Dunn (.2); confer with counsel and client regarding Trustco issues and course of action related to transfers (.2); correspondence with Ms. Dunn regarding lender deficiency claims (.1); telephone conference with Ms. Dunn regarding guarantor issues, deficiency claim issues, and tax issues (.3); correspondence from Mr. Connolly's office and review agreements (.1); correspondence to Mr. Zaro regarding Crown Pointe and Waterford at Bellevue (.1)	TJC	1.10	400.00	\$440.00
10/15/10	Review memorandum from Mr. Stevens regarding Trustco securities issues (.2); conference call with receiver, CRO and advisors concerning closing, transition, claims and related matters (1.2); telephone call to Ms. Schleicher regarding settlement proposal to Bluffs at Northwood TICs (.2)	ANK	1.60	450.00	\$720.00
10/15/10	Research no-action letters for relief from registration under the Exchange Act for entities similar to a liquidating trust (2.5)	ARS	2.50	185.00	\$462.50
10/15/10	Telephone conference with Messrs. Hamstreet and Wettlaufer regarding Bechtel warehouse transaction (.8); review Allen Matkins LLP's revisions to Sunwest Trustco LLC operating agreement and telephone conference with Ms. Schoor regarding same (1.6)	JBD	2.40	300.00	\$720.00
10/15/10	Prepare for summary judgment hearing (1.5); prepare orders (.2); revise reply papers (.2); e-mail regarding Bluffs proposal (.1)	JC	2.00	375.00	\$750.00
10/15/10	Analyze and review authority on need to register Trustco with SEC and review no-action correspondence and authority (2.3); telephone call and letter to Messrs. Zaro and Steinhaus (.7); review organization documents for Sunwest Trustco Limited Liability Company (1.0)	KDS	4.00	450.00	\$1,800.00
10/15/10	Review BankServ status (.2); review status of Flaxel's Orchard Park (.1)	SCF	.30	90.00	\$27.00

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10/15/10	Correspondence from and to Mr. Winkler at Grassmuck's office regarding secured lender claims (.2); review spreadsheet and analyze deficiency claim issues and multiple follow-up correspondence related thereto (.8); analyze issues regarding Trustco registration status and SEC no action review (.4); correspondence from Mr. Rundell regarding secured lenders (.1)	TJC	1.50	400.00	\$600.00
10/18/10	Telephone conference with Ms. Schleicher regarding potential settlement of Bluffs at Northwood (.2); e-mail exchange with Ms. Schleicher regarding settlement alternatives for the Bluffs at Northwood (.4); review mediation issues and prepare for October 20 mediation (1.7)	ANK	2.30	450.00	\$1,035.00
10/18/10	Review status of Flaxel's Orchard Glen (.3); telephone conference with Ms. Schleicher regarding same (.1)	SCF	.40	90.00	\$36.00
10/18/10	Correspondence from and to Ms. Kosydar regarding Crown Pointe sale status and other issues (.1); correspondence from and to Ms. Dunn (.1); correspondence with Mr. Wettlaufer and review documents regarding Alpine Meadows (.2); telephone conference with Mr. Wettlaufer (.1); correspondence with Mr. Connolly's office regarding settlement documents (.1); review term sheet regarding Necanicum Village (.1); telephone conference with Mr. Wettlaufer regarding Alpine Meadows (.1)	TJC	.80	400.00	\$320.00
10/19/10	Telephone conference with Mr. Wettlaufer regarding the Bluffs at Northwood TIC mediation (.3); review correspondence from the Port regarding Bechtel lease acknowledgment (.2); analyze course of action concerning lease acknowledgment (.2); interoffice conference regarding course of action in Bechtel warehouse transaction (.3); conference with Ms. Chamberlain regarding status and course of action in 363(h) litigation (.2)	ANK	1.20	450.00	\$540.00
10/19/10	Voicemails to and from Mr. Cowan regarding Port of Benton (.1); e-mails to and from Mr. Cowan negotiating language of acknowledgement and agreement with Port of Benton (.4); draft revisions to acknowledgement and analyze issues regarding same (1.7)	JBD	2.20	300.00	\$660.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/19/10	Prepare for and attend hearing on Trustco properties summary judgments (5.6); prepare judgments for 23 properties (.9)	JC	6.50	375.00	\$2,437.50
10/20/10	Attend mediation in Eugene relating to lender deficiencies and employee claims, including mediation of matters relating to Bank of Whittman and Bechtel warehouse sale, GE deficiency, US Bank deficiency, Premiere West deficiency and Sovereign Bank deficiency (5.7); attend mediation concerning employee claims and meeting with Messrs. Dinus and Crow (1.5); meeting with multiple parties concerning case closing issues, including Trustco management issues (1.2)	ANK	8.40	450.00	\$3,780.00
10/20/10	Revise judgments (.3)	JC	.30	375.00	\$112.50
10/20/10	Communications with Mr. Kemper regarding proposal to pursue appeal (.2)	JKH	.20	225.00	\$45.00
10/20/10	Telephone conference with Mr. Roberts regarding Judy Bonn's Woodburn mediation (.2)	SCF	.20	90.00	\$18.00
10/20/10	E-mail correspondence with Ms. Petrova regarding e-mail request from City of West Allis, Wisconsin regarding delinquent payments for August, September, and October parking space lease rental (.2); e-mail correspondence with City's finance director regarding same (.2).	TGH	.40	350.00	\$140.00
10/20/10	Review Vestin-Barger pleadings and correspondence with Mr. Wettlaufer regarding same (.2)	TJC	.20	400.00	\$80.00
10/21/10	Telephone conference with Mr. Karas regarding fee application issues (.2); telephone conference with Ms. Giannamore regarding issues concerning Luce Forward fee application (.2); series of e-mail exchanges with Mr. Karas concerning Moss Adams fee application (.3); e-mail communications with Ms. Giannamore regarding Luce Forward fee applications (.2); review Yakima Medical file and draft correspondence to Judge Velure regarding Yakima Medical mediation (.8)	ANK	1.70	450.00	\$765.00
10/21/10	Revise orders (.1); e-mail Mr. Grassmuck regarding Garden Estates (.1)	JC	.20	375.00	\$75.00
10/21/10	Communications with Moss Adams regarding bill formatting required for consultant (.2)	JKH	.20	225.00	\$45.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/21/10	Telephone conference with Ms. Dunn regarding closing on four remaining properties (.3)	KDS	.30	450.00	\$135.00
10/21/10	Prepare subscription agreement for Judy Bonn's Woodburn LLC (.3); telephone conference with Mr. Levine regarding Levine's Covak 5's Terrace at Jasper status (.1)	SCF	.40	90.00	\$36.00
10/22/10	E-mails with Ms. Bruck requesting confirmation of service on U.S. Department of Agriculture and search mailing lists for confirmation (.2)	AMC	.20	100.00	\$20.00
10/22/10	Review and exchange communications concerning French Quarter deal structure with banks (.2); review and exchange communications concerning course of action relating to Garden Estates (.2); prepare for and attend conference call with receiver and CRO teams relating to case closure and transition (1.7)	ANK	2.10	450.00	\$945.00
10/22/10	E-mail communications regarding Garden Estates (.2); prepare judgments on range of Trustco properties (1.6)	JC	1.80	375.00	\$675.00
10/22/10	Letter from Mr. Wettlaufer regarding Trustco (.2); telephone call to Mr. Wettlaufer regarding four remaining Blackstone properties (.5); letter from receiver's counsel regarding need to register Trustco under Securities Exchange Act (.4)	KDS	1.10	450.00	\$495.00
10/22/10	Telephone conference with Mr. Whitaker regarding mediation and rollover elections (.1); review status of Bonn subscription and Whitaker mediated settlements (.1)	SCF	.20	90.00	\$18.00
10/22/10	Telephone conference with Ms. Dunn regarding tax and other issues (.2); review and work on tax claim analysis and status (.5); telephone conferences with Mr. Wettlaufer regarding remaining Blackstone properties and Trustco issues (.2); investigate facts and analyze course of action regarding Eldorado Heights sale issues (.5); review issues regarding Garden Estates and multiple correspondence related thereto (.2); analyze issues regarding various Trustco properties and adversary judgments (.3)	TJC	1.90	400.00	\$760.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/25/10	E-mail exchanges with Messrs. Wettlaufer and Grassmueck relating to Garden Estates issues (.2); series of e-mail exchanges with Messrs. Grassmueck, Stevens, Wettlaufer and Ms. Dunn regarding issues concerning rollover member (.3); exchange correspondence with Ms. Schleicher regarding Bluffs at Northwood settlement (.1); review e-mail correspondence from Ms. Cohn regarding mediated settlement concerning bare land LLC membership interests (.2); review e-mail correspondence and memoranda from Mr. Wettlaufer regarding Yakima Medical School background (.7); prepare for mediation relating to Yakima Medical School (.8)	ANK	2.30	450.00	\$1,035.00
10/25/10	Participate in team conference call (1.1); ongoing research and analysis regarding Blackstone transaction compliance issues (.8); review bankruptcy tax memorandum (.7)	IN	2.60	375.00	\$975.00
10/25/10	Analyze issues regarding acknowledgement and agreement with Port of Benton and e-mail Mr. Cowan regarding same (.5); analyze issues regarding Sunwest Trustco LLC operating agreement and telephone conference with Ms. Schoor regarding same (.3); analyze issues regarding transfer of TIC's interests and draft assignment document (.7)	JBD	1.50	300.00	\$450.00
10/25/10	TIC inquiry (.1); e-mail communications concerning Garden Estates adversary (.1); review TIC motion regarding sale of Mountain Terrace (.1)	JC	.30	375.00	\$112.50
10/25/10	Obtain update on lender negotiations for four remaining properties and advise CRO regarding scheduling of closings (1.0)	KDS	1.00	450.00	\$450.00
10/25/10	Correspondence with Ms. McIvor and Ms. Cohn regarding SWP participants receiving rollover equity (.2); review notice of rollover equity election and corresponding subscription agreement for use in offering rollover equity to SWP participants (.2); review status of Judy Bonn's Woodburn (.1)	SCF	.50	90.00	\$45.00
10/25/10	Review status and issues regarding rollover entity (.1); review and work on issues regarding deferred properties (.2); telephone conference with Mr. Wettlaufer regarding dissolution issues (.1)	TJC	.40	400.00	\$160.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/26/10	Conference with Ms. Pearson regarding Bechtel warehouse settlement and course of action (.8); mediation regarding Yakima Medical School settlement (7.5); series of e-mail exchanges concerning rollover member, successor board selection and related issues (.5)	ANK	8.80	450.00	\$3,960.00
10/26/10	Review and analyze Luce Forward bankruptcy tax memorandum (1.1)	IN	1.10	375.00	\$412.50
10/26/10	Analyze post-closing issues regarding Palm Meadows and Orchard Park loans (.2)	JBD	.20	300.00	\$60.00
10/26/10	Review communications regarding Bluffs at Northwood discovery (.1); review Crown Pointe and Waterford settlement papers (.1)	JC	.20	375.00	\$75.00
10/26/10	Letter to Ms. Dunn regarding closing remaining properties (.5); conference telephone call regarding closing properties and wind-down progress (1.0)	KDS	1.50	450.00	\$675.00
10/26/10	Conference with Mr. Stephens regarding issues with potential distribution of additional rollover interests (.3)	LS	.30	450.00	\$135.00
10/26/10	Locate copies of recorded deeds at the request of Sarah Bruck (.9)	PLM	.90	100.00	\$90.00
10/26/10	Review and prepare status and list of potential post-confirmation rollover subscription and election changes (.4)	SCF	.40	90.00	\$36.00
10/26/10	Correspondence with Mr. Connolly regarding settlement and review document (.2); confer regarding issues on remaining properties (.2); correspondence to Mr. Zaro regarding settlement documents (.1)	TJC	.50	400.00	\$200.00
10/27/10	Telephone conference with Ms. Bruck regarding list of Sunwest entities; identify and provide document to Ms. Bruck via e-mail (.6)	AMC	.60	100.00	\$60.00
10/27/10	Analyze course of action concerning rollover member (.6); e-mail exchange regarding Bluffs at Northwood (.2)	ANK	.80	450.00	\$360.00
10/27/10	Follow up on status of recorded deeds for Blackstone transaction (.3); letter to Mr. Grassmuck returning original power of attorney (.1)	DJP	.40	275.00	\$110.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/27/10	Ongoing review and analysis of Luce Forward tax memorandum (1.8)	IN	1.80	375.00	\$675.00
10/27/10	Review status of Whitaker, Devos, and Bowman mediated settlements (.3); telephone conference with Ms. Cohn regarding same (.1); review and organize equity rollover materials (.1)	SCF	.50	90.00	\$45.00
10/27/10	Participate in telephone conference with Messrs. Zaro, Wettlaufer, Grassmuck, Ms. Dunn and others regarding wind-down related issues (.5)	TJC	.50	400.00	\$200.00
10/28/10	Exchange e-mail correspondence with Ms. Pearson regarding application of tax exemption to TIC transfers (.2); review e-mail exchange regarding escrow for Yakima Medical School closing (.3); review series of e-mail exchanges concerning Sunwest Rollover Member, LLC transition issues (.3); attend conference call with receiver, CRO and advisors regarding case closing and transition issues (1.2); telephone conference with Ms. Cohn regarding LLC member election issues (.3)	ANK	2.30	450.00	\$1,035.00
10/28/10	Review samples clauses and draft broadband "no self-dealing clause" for employment agreement (.8); draft e-mail to Ms. Cohn (.2)	DMN	1.00	350.00	\$350.00
10/28/10	Participate in team conference call (1.3)	IN	1.30	375.00	\$487.50
10/28/10	Work on issues regarding Sunwest Trustco LLC (.3)	JBD	.30	300.00	\$90.00
10/28/10	Review status of Bowman and DeVos mediated rollover elections (.1)	SCF	.10	90.00	\$9.00
10/28/10	Review multiple correspondence regarding Ala Lani Assisted Living litigation and course of action with respect thereto (.2); telephone call from Ms. Freeman regarding New Mexico taxation issues (.3)	TJC	.50	400.00	\$200.00
10/29/10	Prepare Form SS-4 for Sunwest Trustco LLC and form of statement and authorization (.3)	AMC	.30	100.00	\$30.00
10/29/10	Prepare for and attend meeting regarding Trustco transition (1.3); review case status report (.3); exchange with Ms. Cohn regarding LLC member election (.1)	ANK	1.70	450.00	\$765.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/29/10	Review River Rock Lodge listing agreement with broker and sale order and e-mail Messrs. Rundell and Conway regarding same (.3)	HBB	.30	195.00	\$58.50
10/29/10	Ongoing review and analysis of Luce Forward tax memorandum (1.2); preparation for all-hands Monday meeting regarding distribution issues (2.1)	IN	3.30	375.00	\$1,237.50
10/29/10	Analyze issues regarding documenting Trustco transaction (2.1); telephone conference with Mr. Wettlaufer regarding same (.5); telephone conference with Messrs. Hamstreet, Grassmuck and Wettlaufer regarding same and analyze issues regarding same (1.0); work on documenting Trustco transactions (1.9)	JBD	5.50	300.00	\$1,650.00
10/29/10	Review status of Bowman and DeVos mediated settlements (.2); organize LLC member settlement agreements and subscription agreements (1.4); review list of late changes to rollover elections submitted by Ms. Cohn (.5); e-mails with Ms. Cohn regarding same (.1)	SCF	2.20	90.00	\$198.00
10/29/10	Correspondence with Messrs. Stradley and Barney regarding state court litigation matters (.2); correspondence from and to Mr. Kemper regarding Ala Lani (.1); work on New Mexico tax issues (.4)	TJC	.70	400.00	\$280.00
TOTAL FEES					\$70,048.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	47.30	450.00	\$21,285.00
Andrea R. Schmidt	11.00	185.00	\$2,035.00
Anita Crowther	1.10	100.00	\$110.00
Carol Dey Hibbs	0.40	375.00	\$150.00
Darcy M. Norville	2.90	350.00	\$1,015.00
David J. Petersen	1.80	275.00	\$495.00
Haley B. Bjerk	1.70	195.00	\$331.50
Ingolf Noto	23.60	375.00	\$8,850.00
James K. Hein	1.20	225.00	\$270.00

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<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Jeanette C. Schuster	0.80	225.00	\$180.00
Jeanne M. Chamberlain	22.40	375.00	\$8,400.00
Jeffrey H. Keeney	2.50	350.00	\$875.00
Justin B. Denton	30.30	300.00	\$9,090.00
Kenneth D. Stephens	16.60	450.00	\$7,470.00
Kimberlee A. Stafford	0.80	225.00	\$180.00
Leon Simson	0.30	450.00	\$135.00
Patricia L. Miller	1.70	100.00	\$170.00
Spencer C. Fisher	16.30	90.00	\$1,467.00
Theodore G. Herzog	0.40	350.00	\$140.00
Timothy J. Conway	18.50	400.00	\$7,400.00
TOTALS	201.60		\$70,048.50

Costs and Expenses Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
08/18/10	Local Messenger/Delivery - - World Courier Ground, Inc. USA & M of Oregon	\$6.07
09/30/10	Search fees - - Pacer Service Center	\$242.88
10/31/10	Copying Costs	\$126.00
TOTAL COSTS AND EXPENSES		\$374.95

CURRENT CHARGES

\$70,423.45

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1600 Pioneer Tower
888 SW Fifth Avenue
Portland, Oregon 97204
503.221.1440

November 15, 2010

Invoice No. 1453205
Matter No. 034618-00131

Stayton SW Assisted Living, L.L.C.
c/o Shirley Dunn
Hamstreet & Associates
c/o SunWest Management, Inc.
P.O. Box 3006
Salem, OR 97302-0006

STATEMENT FOR PERIOD THROUGH 10/31/10

FOR LEGAL SERVICES RENDERED: Post Confirmation - Sunwest Rollover Member LLC

Time Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/04/10	Review outline prepared by Mr. Stevens concerning Sunwest Rollover Member LLC expense budget (.3)	ANK	.30	450.00	\$135.00
10/04/10	Review EDGARized version (.5)	CDH	.50	375.00	\$187.50
10/04/10	Letter to Mr. Grassmueck regarding administration of Rollover Member (1.1); letter to Mr. Grassmueck regarding State Street contacts (.1)	KDS	1.20	450.00	\$540.00
10/05/10	Telephone call from Wayne Helms asking about status of Spring Creek Gardens and the cash-out option (.2); research and telephone call to Mr. Helms regarding claim and cash distribution schedule (.4); confirm Mr. Brauburger's subscription stock choice as requested by Mr. Brauburger (.5)	SLD	1.10	100.00	\$110.00
10/07/10	Review SEC's statement in support of legal fees (.4); incorporate same statements in exemptive application (.6); e-mail to working group regarding revisions (.1); finalize revised amendment to application (.2); distribute same to working group for review and signature (.1); coordinate EDGARizing of revised amendment (.6)	CDH	2.00	375.00	\$750.00
10/07/10	Revise SEC application to reflect SEC fee memorandum to court (.5)	KDS	.50	450.00	\$225.00

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Invoice # 1453205

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/08/10	Coordinate signing, EDGARizing and filing fourth amendment to exemptive application (1.0); emails to Mr. Large and Mr. Grassmuck's office, SEC staff and Mr. Chambers (.2)	CDH	1.20	375.00	\$450.00
10/08/10	Letter to State Street Trust Company regarding administration of rollover member (.5)	KDS	.50	450.00	\$225.00
10/14/10	Email to Ms. Bobette at Highline Capital regarding assignment of furniture lease (.5)	JWW	.50	215.00	\$107.50
10/15/10	Telephone conference with Mr. Stephens regarding Trustco role and proposed activities (.3)	TPP	.30	400.00	\$120.00
10/20/10	E-mails from and to Mr. Chambers regarding exemptive application (.2)	CDH	.20	375.00	\$75.00
10/25/10	Letter and enclosures from Ms. Cohn regarding consolidation and transfer of rollover interest (.8); letter to receiver regarding Rollover Member administration (.5); letter to Mr. Elsaesser regarding possible dissolution of Rollover Member (.2); prepare transfer forms and request for transfer, including warranties (2.0)	KDS	3.50	450.00	\$1,575.00
10/26/10	Analyze dissolution issues (.2)	CDH	.20	375.00	\$75.00
10/26/10	Letters to and from Mr. Elsaesser regarding dissolution of Rollover Member (.5); letter from Ms. Cohn regarding transfer of interests (.3)	KDS	.80	450.00	\$360.00
10/27/10	Analyze issues regarding exemptive application and election of initial board (.3); telephone call from Ms. Frech of the SEC regarding follow-up (.2)	CDH	.50	375.00	\$187.50
10/27/10	Conference with Mr. Stephens regarding drafting questionnaire for receiver to use to nominate candidates for board of managers of rollover member (.3); conference with Ms. Schmidt regarding director and officer questionnaires (.4); begin drafting questionnaire for candidates to be nominated to board of managers of rollover member (.5); conference with Mr. Stephens regarding form of ballot to approve nominees for board of managers (.2)	HBB	1.40	195.00	\$273.00

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>INIT</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
10/27/10	Conference with CRO and receiver regarding treatment of Rollover Member (2.0); letter from Messrs. Bryan and Elsaesser regarding engagement of Latham & Watkins regarding Rollover Member (.5); letters and telephone calls with counsel for management committee (1.3)	KDS	3.80	450.00	\$1,710.00
10/28/10	Analyze transition issues (2.2)	CDH	2.20	375.00	\$825.00
10/28/10	Meet with Mr. Stephens to discuss applicability of Investment Company Act to Sunwest Rollover Member's interest in the joint venture (.3); conference call with Ms. Giannamore regarding the voting procedures for Board Member elections (.2); research applicability of Investment Company Act of 1940 to the joint venture (1.1)	CRH	1.30	185.00	\$240.50
10/28/10	Continue drafting questionnaire to provide potential nominees for board of managers of Rollover Member (2.9)	HBB	2.90	195.00	\$565.50
10/28/10	Prepare for and participate in teleconference with Latham & Watkins, investment company counsel for management committee (2.1); review procedural requirements for election of new members of managing board (.8); letter from Messrs. Bryan and Elsaesser regarding status of feeder entity (.4)	KDS	3.30	450.00	\$1,485.00
10/29/10	Telephone calls from Mr. Chambers (.3); discuss and analyze transition and other developments with Mr. Stephens (.8)	CDH	1.10	375.00	\$412.50
10/29/10	Research rules for classifying a company as an "investment company" for the purposes of the Investment Company Act of 1940 as the determination pertains to Sunwest Rollover Member's interest in the Blackrock joint venture (4.0)	CRH	4.00	185.00	\$740.00
10/29/10	Finish drafting questionnaire for nominees for election to the board of managers of Rollover Member (7.1)	HBB	7.10	195.00	\$1,384.50
10/29/10	Review and revise report to court and management committee regarding cost of Rollover Member (1.3); advice regarding structure of Rollover Member (1.5); letter to counsel for management committee (.2); conference call with CRO team (.7)	KDS	3.70	450.00	\$1,665.00

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Invoice # 1453205

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TOTAL FEES \$14,423.50

Timekeeper Summary

<u>TIMEKEEPER</u>	<u>TIME</u>	<u>RATE</u>	<u>AMOUNT</u>
Albert N. Kennedy	0.30	450.00	\$135.00
Carol Dey Hibbs	7.90	375.00	\$2,962.50
Chris R. Harding	5.30	185.00	\$980.50
Haley B. Bjerk	11.40	195.00	\$2,223.00
Jeffrey W. Woodcox	0.50	215.00	\$107.50
Kenneth D. Stephens	17.30	450.00	\$7,785.00
Sandra L. Dennis	1.10	100.00	\$110.00
Thomas P. Palmer	0.30	400.00	\$120.00
TOTALS	44.10		\$14,423.50

Costs and Expenses Detail

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
10/12/10	Filing fees - - M Brodie Large	\$380.00
TOTAL COSTS AND EXPENSES		\$380.00

CURRENT CHARGES \$14,803.50

PLEASE PAY THIS AMOUNT